



ANNUAL STATEMENT  
For the Year Ending December 31, 2012  
OF THE CONDITION AND AFFAIRS OF THE  
HealthPlus Partners, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	11549	Employer's ID Number	01-0729151
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	07/08/2002		Commenced Business	01/01/2003		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI, 48532 (City or Town, State, Country and Zip Code)			
Main Administrative Office			2050 South Linden Road (Street and Number)		Flint, MI, 48532 (City or Town, State, Country and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI, 48501-1700 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records			2050 South Linden Road (Street and Number)		Flint, MI, 48532 (City or Town, State, Country and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Internet Website Address	www.healthplus.org					
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A. (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	mmendryg@healthplus.org (E-Mail Address)		(810)733-8966 (Fax Number)			

OFFICERS

Name	Title
Bruce Roberts Hill	President
Nancy Susan Jenkins	Secretary
Matthew Andrew Mendrygal C.P.A.	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Jack Louis Barry MD Sheryl Denise Thompson Janecka Richard #	Christopher John Flores Lorisa Bellinger #
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State of Michigan  
County of Genesee ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Bruce Roberts Hill (Printed Name) 1. President (Title)	(Signature) Matthew Andrew Mendrygal (Printed Name) 2. Treasurer (Title)	(Signature) Nancy Susan Jenkins (Printed Name) 3. Secretary (Title)
Subscribed and sworn to before me this day of , 2013	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[ ] 0 0
(Notary Public Signature)		

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals .....	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed .....	0	0	0	0	0	0
0299999 Total group .....	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities .....	0	0	0	0	0	0
0499999 Premiums due and unpaid from Medicaid entities .....	829,557	0	0	0	0	829,557
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	829,557	0	0	0	0	829,557

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	1,184	0	0	0	0	1,184
0199999 Subtotal - Pharmaceutical Rebate Receivables .....	1,184	0	0	0	0	1,184
0299998 Claim Overpayment Receivables - Not Individually Listed .....	0	0	0	0	0	0
0299999 Subtotal - Claim Overpayment Receivables .....	0	0	0	0	0	0
0399998 Loans and Advances to Providers - Not Individually Listed .....	0	0	0	0	0	0
0399999 Subtotal - Loans and Advances to Providers .....	0	0	0	0	0	0
0499998 Capitation Arrangement Receivables - Not Individually Listed .....	0	0	0	0	0	0
0499999 Subtotal - Capitation Arrangement Receivables .....	0	0	0	0	0	0
<b>Risk Sharing Receivables</b>						
Genesys PHO .....	1,783,550	0	0	0	0	1,783,550
0599998 Risk Sharing Receivables - Not Individually Listed .....	749,868	0	0	0	0	749,868
0599999 Subtotal - Risk Sharing Receivables .....	2,533,418	0	0	0	0	2,533,418
0699998 Other Receivables - Not Individually Listed .....	0	0	0	0	0	0
0699999 Subtotal - Other Receivables .....	0	0	0	0	0	0
0799999 Gross health care receivables .....	2,534,602	0	0	0	0	2,534,602

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered .....	1,441,119	116,678	9,516	6,487	14,908	1,588,708
0499999 Subtotals .....	1,441,119	116,678	9,516	6,487	14,908	1,588,708
0599999 Unreported claims and other claim reserves .....						18,336,114
0699999 Total Amounts Withheld .....						510,381
0799999 Total Claims Unpaid .....						20,435,203
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						2,594,420

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
HealthPlus of Michigan, Inc. ....	898,961	0	0	0	0	898,961	0
HealthPlus Options, Inc. ....	710	0	0	0	0	710	0
0199999 Total - Individually listed receivables .....	899,671	0	0	0	0	899,671	0
0299999 Receivables not individually listed .....	0	0	0	0	0	0	0
0399999 Total gross amounts receivable .....	899,671	0	0	0	0	899,671	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
<b>Individually listed payables</b>				
HealthPlus of Michigan, Inc. ....	Administrative fees and expense reimbursements .....	273,828	273,828	0
HealthPlus Insurance Company .....	Risk sharing liability used to offset receivable due HPI from the same entity .....	233,500	233,500	0
0199999 Total - Individually listed payables .....	X X X .....	507,328	507,328	0
0299999 Payables not individually listed .....	X X X .....	0	0	0
0399999 Total gross payables .....	X X X .....	507,328	507,328	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
<b>Capitation Payments:</b>							
1.	Medical groups .....	114,363,879	59.726	67,074	100.000	0	114,363,879
2.	Intermediaries .....	0	0.000	0	0.000	0	0
3.	All other providers .....	0	0.000	0	0.000	0	0
4.	TOTAL Capitation Payments .....	114,363,879	59.726	67,074	100.000	0	114,363,879
<b>Other Payments:</b>							
5.	Fee-for-service .....	13,817,355	7.216	X X X	X X X	0	13,817,355
6.	Contractual fee payments .....	63,298,266	33.057	X X X	X X X	0	63,298,266
7.	Bonus/withhold arrangements - fee-for-service .....	0	0.000	X X X	X X X	0	0
8.	Bonus/withhold arrangements - contractual fee payments .....	0	0.000	X X X	X X X	0	0
9.	Non-contingent salaries .....	0	0.000	X X X	X X X	0	0
10.	Aggregate cost arrangements .....	0	0.000	X X X	X X X	0	0
11.	All other payments .....	0	0.000	X X X	X X X	0	0
12.	TOTAL Other Payments .....	77,115,621	40.274	X X X	X X X	0	77,115,621
13.	TOTAL (Line 4 plus Line 12) .....	191,479,500	100.000	X X X	X X X	0	191,479,500

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
9999999 Totals .....		0	X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	0	0	0	0	0	0
2.	Medical furniture, equipment and fixtures .....	N O N E		0	0	0	0
3.	Pharmaceuticals and surgical supplies .....			0	0	0	0
4.	Durable medical equipment .....			0	0	0	0
5.	Other property and equipment .....			0	0	0	0
6.	TOTAL .....	0	0	0	0	0	0





EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 11549

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
<b>TOTAL Members at end of:</b>										
1. Prior Year	66,768	0	0	0	0	0	0	0	66,768	0
2. First Quarter	66,607	0	0	0	0	0	0	0	66,607	0
3. Second Quarter	66,424	0	0	0	0	0	0	0	66,424	0
4. Third Quarter	66,364	0	0	0	0	0	0	0	66,364	0
5. Current Year	67,074	0	0	0	0	0	0	0	67,074	0
6. Current Year Member Months	798,260	0	0	0	0	0	0	0	798,260	0
<b>TOTAL Member Ambulatory Encounters for Year:</b>										
7. Physician	126,393	0	0	0	0	0	0	0	126,393	0
8. Non-Physician	215,657	0	0	0	0	0	0	0	215,657	0
9. TOTAL	342,050	0	0	0	0	0	0	0	342,050	0
10. Hospital Patient Days Incurred	28,395	0	0	0	0	0	0	0	28,395	0
11. Number of Inpatient Admissions	6,778	0	0	0	0	0	0	0	6,778	0
12. Health Premiums Written (b)	211,730,613	0	0	0	0	0	0	0	211,730,613	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	211,730,613	0	0	0	0	0	0	0	211,730,613	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	191,479,500	0	0	0	0	0	0	0	191,479,500	0
18. Amount Incurred for Provision of Health Care Services	191,111,951	0	0	0	0	0	0	0	191,111,951	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 11549

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
TOTAL Members at end of:										
1. Prior Year	66,768	0	0	0	0	0	0	0	66,768	0
2. First Quarter	66,607	0	0	0	0	0	0	0	66,607	0
3. Second Quarter	66,424	0	0	0	0	0	0	0	66,424	0
4. Third Quarter	66,364	0	0	0	0	0	0	0	66,364	0
5. Current Year	67,074	0	0	0	0	0	0	0	67,074	0
6. Current Year Member Months	798,260	0	0	0	0	0	0	0	798,260	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	126,393	0	0	0	0	0	0	0	126,393	0
8. Non-Physician	215,657	0	0	0	0	0	0	0	215,657	0
9. TOTAL	342,050	0	0	0	0	0	0	0	342,050	0
10. Hospital Patient Days Incurred	28,395	0	0	0	0	0	0	0	28,395	0
11. Number of Inpatient Admissions	6,778	0	0	0	0	0	0	0	6,778	0
12. Health Premiums Written (b)	211,730,613	0	0	0	0	0	0	0	211,730,613	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	211,730,613	0	0	0	0	0	0	0	211,730,613	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	191,479,500	0	0	0	0	0	0	0	191,479,500	0
18. Amount Incurred for Provision of Health Care Services	191,111,951	0	0	0	0	0	0	0	191,111,951	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

**30     Schedule S - Part 1 - Section 2     ..... NONE**

**31     Schedule S - Part 2     ..... NONE**

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
22667	95-2371728	01/01/2012	ACE AMER INS CO	PA	SSL/A/I	95,613	0	0	0	0	0	0
0499999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						95,613	0	0	0	0	0	0
0699999 Total - General Account - Authorized - Non-Affiliates						95,613	0	0	0	0	0	0
0799999 Total - General Account Authorized						95,613	0	0	0	0	0	0
1499999 Total - General Account - Unauthorized						0	0	0	0	0	0	0
2199999 Total - General Account - Certified						0	0	0	0	0	0	0
2299999 Total - General Account - Authrized, Unauthorized and Certified						95,613	0	0	0	0	0	0
2999999 Total - Separate Accounts - Authorized						0	0	0	0	0	0	0
3699999 Total - Separate Accounts - Unauthorized						0	0	0	0	0	0	0
4299999 Total - Separate Accounts - Certified - Non-Affiliates						0	0	0	0	0	0	0
4399999 Total - Separate Accounts - Certified						0	0	0	0	0	0	0
4499999 Total - Separate Accounts - Authorized, Unauthorized and Certified						0	0	0	0	0	0	0
4599999 Total U.S. (Sum of 0199999, 0499999, 0899999, 1199999, 1599993, 1899999, 2399999, 2699999, 3099999, 3399999, 3799999 and 4099999)						95,613	0	0	0	0	0	0
4699999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999, 1299999, 1699999, 1999999, 2499999, 2799999, 3199999, 3499999, 3899999 and 4199999)						0	0	0	0	0	0	0
4799999 Total (Sum of 2299999 and 4499999)						95,613	0	0	0	0	0	0

<b>33</b>	<b>Schedule S - Part 4</b> .....	<b>NONE</b>
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<b>34</b>	<b>Schedule S - Part 5</b> .....	<b>NONE</b>
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<b>35</b>	<b>Schedule S - Part 5 (continued)</b> .....	<b>NONE</b>
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SCHEDULE S - PART 6  
Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
<b>A. OPERATIONS ITEMS</b>					
1. Premiums .....	0	0	0	0	0
2. Title XVIII-Medicare .....	0	0	0	0	0
3. Title XIX - Medicaid .....	96	107	111	111	172
4. Commissions and reinsurance expense allowance .....	0	0	0	0	0
5. TOTAL Hospital and Medical Expenses .....	0	0	0	0	0
<b>B. BALANCE SHEET ITEMS</b>					
6. Premiums receivable .....	0	0	0	0	0
7. Claims payable .....	0	0	0	0	0
8. Reinsurance recoverable on paid losses .....	0	0	0	0	0
9. Experience rating refunds due or unpaid .....	0	0	0	0	0
10. Commissions and reinsurance expense allowances due .....	0	0	0	0	0
11. Unauthorized reinsurance offset .....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers .....	0	X X X	X X X	X X X	X X X
<b>C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
13. Funds deposited by and withheld from (F) .....	0	0	0	0	0
14. Letters of credit (L) .....	0	0	0	0	0
15. Trust agreements (T) .....	0	0	0	0	0
16. Other (O) .....	0	0	0	0	0
<b>D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
17. Multiple Beneficiary Trust .....	0	X X X	X X X	X X X	X X X
18. Funds deposited by and withheld from (F) .....	0	X X X	X X X	X X X	X X X
19. Letters of credit (L) .....	0	X X X	X X X	X X X	X X X
20. Trust agreements (T) .....	0	X X X	X X X	X X X	X X X
21. Other (O) .....	0	X X X	X X X	X X X	X X X

SCHEDULE S - PART 7  
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	46,256,230	0	46,256,230
2. Accident and health premiums due and unpaid (Line 15) .....	829,557	0	829,557
3. Amounts recoverable from reinsurers (Line 16.1) .....	0	0	0
4. Net credit for ceded reinsurance .....	X X X	0	0
5. All other admitted assets (Balance) .....	4,969,440	0	4,969,440
6. TOTAL Assets (Line 28) .....	52,055,227	0	52,055,227
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	20,435,203	0	20,435,203
8. Accrued medical incentive pool and bonus payments (Line 2) .....	2,594,420	0	2,594,420
9. Premiums received in advance (Line 8) .....	0	0	0
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount) .....	0	0	0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount) .....	0	0	0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount) .....	0	0	0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount) .....	0	0	0
14. All other liabilities (Balance) .....	1,314,093	0	1,314,093
15. TOTAL Liabilities (Line 24) .....	24,343,716	0	24,343,716
16. TOTAL Capital and Surplus (Line 33) .....	27,711,511	X X X	27,711,511
17. TOTAL Liabilities, Capital and Surplus (Line 34) .....	52,055,227	0	52,055,227
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
18. Claims unpaid .....	0		
19. Accrued medical incentive pool .....	0		
20. Premiums received in advance .....	0		
21. Reinsurance recoverable on paid losses .....	0		
22. Other ceded reinsurance recoverables .....	0		
23. TOTAL Ceded Reinsurance Recoverables .....	0		
24. Premiums receivable .....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
26. Unauthorized reinsurance .....	0		
27. Reinsurance with Certified Reinsurers .....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers .....	0		
29. Other ceded reinsurance payables/offsets .....	0		
30. TOTAL Ceded Reinsurance Payables/Offsets .....	0		
31. TOTAL Net Credit for Ceded Reinsurance .....	0		

SCHEDULE T - PART 2  
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN  
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.	1  Life (Group and Individual)	2  Annuities (Group and Individual)	3  Disability Income (Group and Individual)	4  Long-Term Care (Group and Individual)	5  Deposit-Type Contracts	6  Totals
1. Alabama (AL) .....	0	0	0	0	0	0
2. Alaska (AK) .....	0	0	0	0	0	0
3. Arizona (AZ) .....	0	0	0	0	0	0
4. Arkansas (AR) .....	0	0	0	0	0	0
5. California (CA) .....	0	0	0	0	0	0
6. Colorado (CO) .....	0	0	0	0	0	0
7. Connecticut (CT) .....	0	0	0	0	0	0
8. Delaware (DE) .....	0	0	0	0	0	0
9. District of Columbia (DC) .....	0	0	0	0	0	0
10. Florida (FL) .....	0	0	0	0	0	0
11. Georgia (GA) .....	0	0	0	0	0	0
12. Hawaii (HI) .....	0	0	0	0	0	0
13. Idaho (ID) .....	0	0	0	0	0	0
14. Illinois (IL) .....	0	0	0	0	0	0
15. Indiana (IN) .....	0	0	0	0	0	0
16. Iowa (IA) .....	0	0	0	0	0	0
17. Kansas (KS) .....	0	0	0	0	0	0
18. Kentucky (KY) .....	0	0	0	0	0	0
19. Louisiana (LA) .....	0	0	0	0	0	0
20. Maine (ME) .....	0	0	0	0	0	0
21. Maryland (MD) .....	0	0	0	0	0	0
22. Massachusetts (MA) .....	0	0	0	0	0	0
23. Michigan (MI) .....	0	0	0	0	0	0
24. Minnesota (MN) .....	0	0	0	0	0	0
25. Mississippi (MS) .....	0	0	0	0	0	0
26. Missouri (MO) .....	0	0	0	0	0	0
27. Montana (MT) .....	0	0	0	0	0	0
28. Nebraska (NE) .....	0	0	0	0	0	0
29. Nevada (NV) .....	0	N O N E		0	0	0
30. New Hampshire (NH) .....	0			0	0	0
31. New Jersey (NJ) .....	0			0	0	0
32. New Mexico (NM) .....	0			0	0	0
33. New York (NY) .....	0			0	0	0
34. North Carolina (NC) .....	0			0	0	0
35. North Dakota (ND) .....	0			0	0	0
36. Ohio (OH) .....	0			0	0	0
37. Oklahoma (OK) .....	0			0	0	0
38. Oregon (OR) .....	0			0	0	0
39. Pennsylvania (PA) .....	0	0	0	0	0	0
40. Rhode Island (RI) .....	0	0	0	0	0	0
41. South Carolina (SC) .....	0	0	0	0	0	0
42. South Dakota (SD) .....	0	0	0	0	0	0
43. Tennessee (TN) .....	0	0	0	0	0	0
44. Texas (TX) .....	0	0	0	0	0	0
45. Utah (UT) .....	0	0	0	0	0	0
46. Vermont (VT) .....	0	0	0	0	0	0
47. Virginia (VA) .....	0	0	0	0	0	0
48. Washington (WA) .....	0	0	0	0	0	0
49. West Virginia (WV) .....	0	0	0	0	0	0
50. Wisconsin (WI) .....	0	0	0	0	0	0
51. Wyoming (WY) .....	0	0	0	0	0	0
52. American Samoa (AS) .....	0	0	0	0	0	0
53. Guam (GU) .....	0	0	0	0	0	0
54. Puerto Rico (PR) .....	0	0	0	0	0	0
55. U.S. Virgin Islands (VI) .....	0	0	0	0	0	0
56. Northern Mariana Islands (MP) .....	0	0	0	0	0	0
57. Canada (CAN) .....	0	0	0	0	0	0
58. Aggregate other alien (OT) .....	0	0	0	0	0	0
59. TOTALS .....	0	0	0	0	0	0



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domic- iliary Loca- tion	Rela- tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
3409 ..	.....	11549	01-0729151 ..	.....	.....	.....	HealthPlus Partners, Inc. ....	.. MI ..	.....	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
3409 ..	.....	95580	38-2160688 ..	.....	.....	.....	HealthPlus of Michigan, Inc. ..	.. MI ..	.. UDP ..	.....	.....	..... 0.0	.....	.....
3409 ..	.....	12826	20-5803273 ..	.....	.....	.....	HealthPlus Insurance Company .....	.. MI ..	.. IA ...	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
.....	.....	00000	38-2883315 ..	.....	.....	.....	HealthPlus Options, Inc. ....	.. MI ..	.. NIA ..	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....

Asterisk	Explanation
0000001	.....

SCHEDULE Y  
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95580 ..	.. 38-2160688 ..	Healthplus Of MI Inc .....	0	.. (11,000,000)	0	0	.. 28,539,274	0	.....	0	.. 17,539,274	0
.. 11549 ..	.. 01-0729151 ..	HealthPlus Partners, Inc. ....	0	0	0	0	.. (15,850,875)	0	.....	0	.. (15,850,875)	0
.....	.. 38-2883315 ..	HealthPlus Options, Inc. ....	0	0	0	0	.. (4,721,259)	0	.....	0	.. (4,721,259)	0
.. 12826 ..	.. 20-5803273 ..	HEALTHPLUS INS CO .....	0	.. 11,000,000	0	0	.. (7,967,140)	0	.....	0	.. 3,032,860	0
9999999	Control Totals .....	.....	0	0	0	0	0	0	X X X	0	0	0

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

Yes
2. Will an actuarial opinion be filed by March 1?

Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?

Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?

Yes

- APRIL FILING
5. Will Management's Discussion and Analysis be filed by April 1?

Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?

Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?

Yes

- JUNE FILING
8. Will an audited financial report be filed by June 1?

Yes
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?

Yes

- AUGUST FILING
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?

Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?

No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?

No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?

No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?

No
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1?

No
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?

No
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?

No

- APRIL FILING
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?

No
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

No
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?

No
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?

No
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?

No

- AUGUST FILING
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?

No

Explanations:

26.

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Actuarial Opinion on Participating and Non-Participating Policies



Statement of Non-Guaranteed Elements for Exhibit 5



Medicare Part D Coverage Supplement



Approval for Relief related to five-year rotation for lead Audit Partner



SUPPLEMENTAL EXHIBITS AND SCHEDULES  
INTERROGATORIES (continued)

Approval for Relief related to one-year cooling off period for inde. CPA



11549201222500000

2012

Document Code: 225

Approval for Relief related to Require. for Audit Committees



11549201222600000

2012

Document Code: 226

LTC Supplemental Interrogatorries



11549201230600000

2012

Document Code: 306

Analysis of Annuity Operations by Lines of Business



11549201221400000

2012

Document Code: 214

Health Property/Casualty Supplement - Insurance Expense Exhibit



11549201221300000

2012

Document Code: 213

Supplemental Health Care Exhibit



11549201221600000

2012

Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



11549201221700000

2012

Document Code: 217

Management's Report of Internal Control over Financial Reporting



11549201222300000

2012

Document Code: 223

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Physician Relations .....	47,869	6,122	24,487	0	78,478
2505.	Miscellaneous .....	0	0	0	0	0
2506.	Designing Fees .....	0	0	307	0	307
2507.	Training .....	5,308	4,448	20,541	0	30,297
2508.	Miscellaneous .....	0	0	414	0	414
2597.	Summary of remaining write-ins for Line 25 (Lines 2504 through 2596) .....	53,177	10,570	45,749	0	109,496

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